

TRINITY INDUSTRIES LEASING COMPANY  
2705 State Street  
Chicago Heights, Illinois 60411

DEC 11 1991 -2 25 PM

INTERSTATE COMMERCE COMMISSION

December 11, 1991

DEC 11 1991 -2 25 PM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue N.W.  
Washington, D.C. 20423  
Attention: Ms. Mildred Lee, Room 2303

RECORDATION NO. 17520-E  
FILED 1425

DEC 11 1991 -2 25 PM

INTERSTATE COMMERCE COMMISSION

Re: Documents for Recordation

Dear Ms. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder ("Rules and Regulations"), enclosed herewith for filing and recordation are the following documents:

1. Three (3) executed originals of an Assignment dated as of December 10, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee (the "Assignment"), a primary document as defined in the Rules and Regulations;
2. Three (3) executed originals of a First Supplement to Equipment Trust Agreement dated as of December 10, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee (the "First Supplement"), a secondary document as defined in the Rules and Regulations; and
3. Three (3) executed originals of a Bill of Sale dated December 10, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee (the "Bill of Sale"), a secondary document as defined in the Rules and Regulations.

The enclosed Assignment, First Supplement and Bill of Sale relate to the Equipment Trust Agreement dated as of September 9, 1991 between Trinity Industries Leasing Company and The Bank of New York as Trustee, which was filed and recorded under Recordation Number 17520 on September 10, 1991 and supplemented by an assignment and bill of sale under Recordation Numbers 17520-A and 17520-B, respectively.

We request that the Assignment be cross-indexed.

Counterparts - G. Ian King

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Interstate Commerce Commission  
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The addresses of the parties to the enclosed documents are:

Company: Trinity Industries Leasing Company  
2705 State Street  
Chicago Heights, Illinois 60411

Trustee: The Bank of New York  
101 Barclay Street  
21st Floor  
New York, New York 10007

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A hereto. The foregoing railroad equipment consists solely of tank and hopper cars intended for use relating to interstate commerce.

Also enclosed is a certified check in the amount of \$48.00 to cover the required recordation fee.

You are hereby authorized to deliver any stamped copies of the Assignment, the First Supplement and the Bill of Sale not needed for your files to the representative of Gardner, Carton & Douglas who is delivering this letter and said enclosures to you.

A short summary of the documents to appear in the Index maintained by the Interstate Commerce Commission follows:

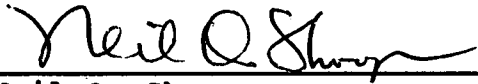
- (a) Primary Document. Assignment dated December 10, 1991, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and The Bank of New York, as Trustee, 101 Barclay Street, 21st Floor, New York, New York 10007, covering leases of 312 railroad cars, including tank and hopper cars.
- (b) Secondary Documents. (i) First Supplement to Equipment Trust Agreement dated as of December 10, 1991, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and The Bank of New York, as Trustee, 101 Barclay Street, 21st Floor, New York, New York 10007, covering 312 railroad cars, including tank and hopper cars, and connected to the Equipment Trust Agreement dated as of September 9, 1991, a primary document with Recordation Number 17520, and (ii) Bill of Sale dated December 10, 1991, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and The Bank of New York, as Trustee, 101 Barclay Street, 21st Floor, New

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York, New York 10007, covering various railroad cars,  
and connected to the First Supplement to Equipment  
Trust Agreement referred to in (i) above.

TRINITY INDUSTRIES LEASING COMPANY

By:

  
\_\_\_\_\_  
Neil O. Shoop  
Treasurer

Enclosures

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17520-E  
RECORDED NO. FILED 1425

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INTERSTATE COMMERCE COMMISSION

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**FIRST SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 8)

Dated as of December 10, 1991

Between

THE BANK OF NEW YORK, TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

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FIRST SUPPLEMENT dated as of December 10, 1991 (herein called this "First Supplement"), to the Equipment Trust AGREEMENT dated as of September 9, 1991 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, as Trustee (hereinafter in such capacity called the "Trustee").

#### PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on September 10, 1991, under Recordation No. 17520.

B. Pursuant to the terms of the Purchase Agreement dated as of September 9, 1991 (hereinafter called the "Purchase Agreement"), among the Company and Trinity Industries, Inc., a Delaware corporation, and each of the institutional investors named in Schedule A thereto (such investors herein collectively called the "Purchasers"), the Purchasers have each purchased or agreed to purchase Equipment Trust Certificates issued or to be issued under the Trust Agreement.

C. The Purchasers have each severally approved the addition to the Trust Equipment of rail cars pursuant to Section 4.01 of the Trust Agreement and the current holders of the Equipment Trust Certificates have consented to the supplements and amendments set forth herein.

D. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The third sentence of Section 2.02(d) of the Trust Agreement is hereby amended in its entirety to read as follows:

"Subject to the provisions of the preceding sentence, the Company shall make such payments directly to the Purchasers and other Institutional Investors unless it notifies the Trustee that the Trustee will be required to make such payments at least thirty days prior to the date such payment is due."

2. The Trust Agreement is hereby amended by adding to Exhibit A to the Trust Agreement the descriptions of the Trust Equipment and Existing Leases contained in Exhibit A hereto and by adding to Exhibit B to the Trust Agreement the information concerning the Trust Equipment contained in

Exhibit B hereto; and in accordance with Section 4.01 of the Trust Agreement, such rail cars shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

3. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

4. Terms used in this First Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

5. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by this First Supplement.

6. This First Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This First Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this First Supplement. It shall not be necessary in making proof of this First Supplement to produce or account for more than one such counterpart.

7. This First Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING  
COMPANY

Attest:

Neil Q. Shroyer  
Assistant Secretary

By F. Dean Phelps  
F. Dean Phelps  
Vice President

[SEAL]

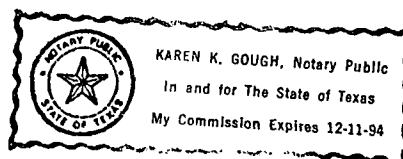
STATE OF TEXAS           §  
                                  § ss.:  
COUNTY OF DALLAS     §

On this tenth day of December, 1991, before me personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

Karen K. Gough

My Commission Expires: \_\_\_\_\_



THE BANK OF NEW YORK, Trustee

Attest:

Mary C. G. [Signature]  
ASSISTANT TREASURER

[SEAL]

By [Signature]  
Name: LLOYD A. MCKENZIE  
Title: ASSISTANT VICE PRESIDENT

STATE OF NEW YORK §  
§ SS.:  
COUNTY OF NEW YORK §

On this tenth day of December, 1991, before me personally appeared LLOYD A. MCKENZIE, to me personally known, who being by me duly sworn, says that he is the ASSISTANT VICE PRESIDENT of THE BANK OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

My Commission Expires:

[Signature]  
IRVING C. [Signature]  
Notary Public, State of New York  
No. 004700055  
Qualified in Nassau County  
Commission Expires Dec. 31, 1992



EXHIBIT A

1. Railroad Car Lease Agreement, dated July 11, 1991, between Trinity Industries Leasing Company and Celtran, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	21,004 Gal. 111A100W6 Tank Cars	TILX 200000-200019

2. Railroad Car Net Lease Agreement, dated February 8, 1991, between Trinity Industries Leasing Company and Liquid Carbonic Carbon Dioxide Company covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
35	20,110 Gal. 105A500W Tank Cars	LCIX 2713 LCIX 2716-2749

3. Railroad Car Lease Agreement, dated January 22, 1991, between Trinity Industries Leasing Company and Reichhold Chemicals, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	21,600 Gal. 111A100W1 Tank Cars	TILX 210000-210005

4. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company covering the following described railroad cars (Partial Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	23,589 Gal. 111A100W3 Tank Cars	TILX 260613-260614

5. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company covering the following described railroad cars (Rider 6):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	23,589 Gal. 111A100W3 Tank Cars	TILX 260617-260630

6. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company covering the following described railroad cars (Rider 7):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	23,589 Gal. 111A100W3 Tank Cars	TILX 260631-260635

7. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company covering the following described railroad cars (Partial Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	23,589 Gal. 111A100W1 Tank Cars	TILX 260646, 260650

8. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and The Dow Chemical Company covering the following described railroad cars (Rider 10):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	23,589 Gal. 111A100W6 Tank Cars	DOWX 40000-40009

9. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and The Dow Chemical Company covering the following described railroad cars (Rider 11):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	23,589 Gal. 111A100W6 Tank Cars	DOWX 40010-40019

10. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and The Dow Chemical Company covering the following described railroad cars (Rider 12):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	21,330 Gal. 105A600W Tank Cars	DOWX 80134-80148

11. Railroad Car Lease Agreement, dated May 7, 1990, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	17,574 Gal. 111A100W3 Tank Cars	TILX 170076-170085

12. Railroad Car Lease Agreement, dated May 7, 1990, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Rider 6):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,125 Cu. Ft. LO Covered Hopper Cars	TILX 5149-5153

13. Railroad Car Net Lease Agreement, dated May 20, 1985, between Trinity Industries Leasing Company and Cargill, Incorporated covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5,551 Cu. Ft. LO Covered Hopper Cars	SAMX 11237

14. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Rider 10):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5,125 Cu. Ft. LO Covered Hopper Cars	TILX 5154-5163

15. Railroad Car Lease Agreement, dated May 1, 1984, between Trinity Industries Leasing Company and Vista Chemical Company covering the following described railroad cars (Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	23,589 Gal. 111A100W1 Tank Cars	TILX 260655-260669

16. Railroad Car Lease Agreement, dated May 16, 1991, between Trinity Industries Leasing Company and Eka Nobel, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	21,000 Gal. 111A100W6 Tank Cars	TILX 200040-200054

17. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Corporation covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	20,408 Gal. 105J300W Tank Cars	TILX 400160-400164

18. Railroad Car Lease Agreement, dated November 22, 1991, between Trinity Industries Leasing Company and Novus International, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	20,413 Gal. 111A100W1 Tank Cars	TILX 220017-220025

19. Railroad Car Lease Agreement, dated March 12, 1982, between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	17,015 Gal. 111A100W2 Tank Cars	TILX 160106-160130

20. Railroad Car Lease Agreement, dated October 1, 1990, between Trinity Industries Leasing Company and Mobil Oil Corporation covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
24	33,693 Gal. 112J340W Tank Cars	TILX 300824-300847

21. Railroad Car Lease Agreement, dated October 1, 1990, between Trinity Industries Leasing Company and Mobil Oil Corporation covering the following described railroad cars (Rider 2 & Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
73	33,687 Gal. 112J340W Tank Cars	TILX 300848-300920

22. Railroad Car Lease Agreement, dated July 24, 1991, between Trinity Industries Leasing Company and Mile-High Railcar Services, Inc. (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5,125 Cu. Ft. LO Hopper Car	TILX 5148

EXHIBIT B

[INTENTIONALLY OMITTED FROM RECORDED COUNTERPARTS]